

Chapter By-Laws for the

Marin County Special Districts Association

A Chapter of the California Special Districts Association

Approved: January 28, 2020

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MARIN COUNTY SPECIAL DISTRICTS ASSOCIATION BY-LAWS

(Approved at Special Meeting January 28, 2020)

ARTICLE 1: NAME, PURPOSE and OBJECTIVES

Section 1.1 Name

The name of this Chapter shall be the Marin County Special Districts Association (MCSDA).

This Chapter is an affiliate of the State office of the California Special Districts Association (CSDA) and hereinafter is referred to as the Chapter.

These Chapter By-Laws are intended to supplement and be consistent with the California Special Districts Association By-Laws, and shall serve to guide the local activities of this Chapter.

Section 1.2 Purpose

The purpose of this Organization is to propose and advocate constructive means for the improvement and functioning of Special Districts within the County of Marin, State of California, and to assist such Special Districts and their governing bodies to provide a more effective and efficient government at the closest level to the Citizens of Marin County that will result in benefit to the public.

Section 1.3 Objectives

The objectives of the Marin County Special Districts Association shall be:

- A. To provide a local forum for member districts to discuss and consider issues of importance to special districts.
- B. To establish a communication network among member districts, other chapters, and other local governmental agencies.
- C. To carry out workshops, educational seminars and programs of mutual interest and benefits to member districts.
- D. To make recommendations regarding policy, programs, services and legislation to the Officers of the California Special Districts Association.
- E. To inform the public about the purpose and benefits of local special district government.
- F. To carry out joint studies which benefit the special districts in the Chapter.
- G. To serve as a forum for LAFCo Special District Selection Committee.

Section 1.4 Administrative Office

The administrative office for the transaction of the business of the Marin County Special Districts Association Chapter is to be the office of the President of the Chapter. The Chapter Executive Committee is granted full power and authority to change the administrative office from one location to another within Marin County and such change shall not require an amendment of these By-Laws.

ARTICLE 2: MEMBERSHIP

Section 2.1 Qualification for Membership:

- A. **Regular Members** shall be Independent Special Districts which are agencies within the County of Marin, State of California, for the local performance of governmental proprietary functions within limited boundaries. Special District does not include the State, the County, a City, or a School District.

- B. **Associate Members** shall be those persons or organizations, including Dependent Special Districts, who have evidenced interest in the purpose and goals of the Chapter who would not qualify as regular members. Associate members shall not have the right to vote, nor shall they serve as Officers or as members of the Officers of the Chapter.

Section 2.2 Maintenance of Membership Roll

The Marin County Special Districts Association shall maintain a list of all members and shall provide an updated list to the California Special Districts Association at least annually.

Section 2.3 Application for Membership

Application for membership in the Marin County Special Districts Association shall be by letter and payment of annual dues. The letter shall include:

- A. Type of membership requested.
- B. Name, address, telephone number, email, or fax of the applicant.
- C. Name of individual who will serve as representative and alternate from the applicant.
- D. Special districts must provide its primary functions and its enabling legislation under state law.
- E. Special districts must provide names of the current governing board members and manager.
- F. Special districts must provide a resolution by the governing board requesting membership.
- G. If applicant is from a non-special district, they must submit a statement of interests and purposes in common with the Chapter.
- H. Each application shall be accompanied by a certificate for liability coverage stating that the district has liability insurance to cover its members at Chapter meetings.

The application for membership and dues should be sent to the Administrative Office as stated in Article I, Section 4 of these By-Laws. The Executive Committee of the Chapter may appoint a Membership Committee to review requests for membership. The Membership Committee may request additional information from the applicant. Upon completion of review, the Membership Committee shall make a recommendation to the general membership. A quorum of the regular membership will approve or disapprove the application upon a majority vote.

Section 2.4 Termination of Membership

Any member in arrears in the payment of dues for a period of three months (90 days) after said dues are due and payable shall be notified in writing by the Secretary or Treasurer of such

arrears, and one month (30 days) thereafter, if such dues shall have continued unpaid, such member shall automatically cease to be a member of the Chapter and shall not be restored to membership without making written application for reinstatement to the Officers.

Section 2.5 Meetings of the Board

- A. Regular meetings of the Officers shall be called at least quarterly by the President at any location within the County of Marin.
- B. Special meetings of the Officers for any purpose or purposes may be called at any time by the President, or, in the absence or refusal of the President to act, by any three (3) Officers. Notice of the time and place of the special meeting shall be given personally to each Director or sent to each Director by mail or other form of written communication, charges prepaid, addressed to the address shown in the records of the Chapter, at least three (3) calendar days prior to the meeting.

Section 2.6 Meetings of the Members:

- A. The annual meeting of members shall be held each year at such time and place as shall be determined by the Officers. Written notice of the annual meeting shall be mailed or emailed by the Secretary to all members at least thirty (30) calendar days prior to the date of such meeting.
- B. Special meetings of members may be called at any time by the President or by a majority of the Officers or Members. Actual written notice of such Special Meetings shall be received at least forty-eight (48) hours before the time set for said meeting.
- C. The Chapter may adopt Rules of Order to govern the meetings of the members insofar as such rules are not inconsistent or in conflict with these By-Laws or the Articles of Incorporation for the State Office of the California Special Districts Association.
- D. Any active member of the Chapter may place an item on the agenda for future meetings. The item must be submitted in writing to the President at least two weeks prior to the meeting. Emergency items may be added to the agenda with less notice when approved by the President prior to the meeting.
- E. Each member district shall provide insurance that covers the member district's employees while engaged in Chapter business. There shall be no liability assumed by the agency hosting any meetings.

ARTICLE 3: VOTING RIGHTS

Section 3.1 Quorum

- A. Quorum for Meetings of the Officers: A majority of the authorized number of Officers shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Officers present at a meeting duly called, at which a quorum is present, shall be regarded as an act of the Officers.
- B. Quorum for Meetings of the Membership: A quorum for all meetings of the membership shall consist of fifty (50) percent plus one (1) of the Chapter's regular membership who are in good standing present at any meeting where a notice and agenda have been mailed

or emailed not less than seven (7) calendar days in advance of the meeting date to all member district.

Section 3.2 Regular Membership Voting Rights

A. Each regular member agency shall be entitled to one vote on all matters brought before the membership for vote. The Officers may, in its discretion, authorize the voting upon any issue by written ballot mailed or emailed to each regular member. Such authorization shall specify the time and date when such written ballot must be received by the Secretary of the Chapter. A simple majority vote of all members voting shall be necessary to carry any matter voted upon, except changes to the By-Laws, which shall require a two thirds (2/3) vote of all members voting.

B. Official Voting Representative:

The governing body of each regular member district shall designate, in writing, to the Chapter Secretary, one representative who shall exercise the district's right to vote, and one alternate who shall have the right to vote in the absence of the assigned voting representative. The vote of the district shall be cast by the designated representative of the district or the alternate member of the district.

If several members of a special district are in attendance, and no designated voting representative has been selected, they shall select one representative for voting purposes which may include a member of a Officers or an administrator from a member district.

C. Proxy Votes:

Proxy votes shall not be permitted.

D. Associate Members Votes:

Associate members shall not have the right to vote on any matter before the Marin County Special Districts Association.

Section 3.3 Member in Good Standing

A. Any independent special district member that has paid their annual dues to the Chapter shall be entitled to vote as a regular member in good standing. Likewise, any member district that has not paid their annual dues shall not be in good standing and shall not be entitled to vote on matters before the Marin County Special Districts Association.

B. Member agencies shall declare by form, or other method as determined by the Board, annually their membership.

C. Associate members that have paid their annual dues to the Chapter are in good standing and, while not allowed to vote on any issues, are able to participate in the operations and activities of the Chapter.

D. All member agencies must provide to the Secretary a certificate for liability coverage stating that the district has liability insurance to cover its members at Chapter meetings.

Section 3.4 Written or Electronic Ballots

The Chapter Executive Committee may, in its discretion, authorize the voting upon any item by written ballot. The ballot must be mailed or emailed to each regular member 14 calendar days in advance of the voting deadline. The ballot must specify the item, the time and the date when such written or electronic ballot must be returned to the President of the Chapter.

ARTICLE 4: CHAPTER FINANCES

Section 4.1 Annual Dues

Annual dues shall be due and payable on/or before the first day of March of each calendar year. Any member found to be delinquent in payment of dues for more than 2 months shall cease to be a member of the Chapter.

New members shall pay their annual dues at the time they are approved for membership in the Chapter, but new members' dues for the initial year shall be pro-rated as of the date an application is approved.

The Officers shall adopt the annual dues structure for Member Districts and Associate Members to meet the financial requirements of the Chapter by November 1 of each subsequent calendar year.

Section 4.2 Budget

The Treasurer shall determine and recommend the annual budget, upon which the annual dues shall be based.

Section 4.3 Additional Funds

Any additional funds required by the Chapter in the conduct of its routine business shall be raised on a vote by two thirds (2/3) majority of regular members at a regular and properly noticed meeting.

Assessments for specified and approved purposes may be levied on the members, and members shall be subject to or liable for the payment of any assessment or levy, in addition to the payment of regular dues, upon approval of such assessment by two thirds (2/3) of the Regular Membership at a regular and properly noticed meeting.

Section 4.4 Chapter Liability

Neither CSDA nor a member of the Marin County Special Districts Association is individually or personally liable for the debt, liabilities or obligations of the Marin County Special Districts Association.

Section 4.5 Annual Review

An annual review of all receipts and disbursements during the previous year showing the opening and closing balances shall be prepared by the Treasurer or a designee. Copies of the review shall be available to all Chapter members and filed with the President of the Chapter.

ARTICLE 5: CHAPTER ADMINISTRATION

Section 5.1 Officers

The Officers of the Marin County Special Districts Association shall be a President, Vice-President, Secretary, Treasurer, and Immediate Past President/Officer At Large.

The President, Vice President, Secretary, and Treasurer of the Chapter shall be elected by the Officers, and the Immediate Past President shall be the Immediate Past President, unless an Officer At Large shall be appointed by the Board if no Immediate Past President is available to serve.

The President may appoint additional Officers and committee chairperson as may be necessary to carry out the business of the Chapter.

Each of the Officers must be from different agencies.

Section 5.2 Term of Office

Each Officer shall serve for a term of two (2) years.

Any Officer may be re-elected to succeed her- or him-self.

Each Officer can hold only one office at a time but may rotate from office to office if elected by the regular membership.

Each Officer shall hold his office until s/he resigns, is disqualified to serve or until her/his successor shall be elected or appointed.

Section 5.3 Qualification for Office

Each Officer shall, at the time of elections, at the time of office and throughout the term of office, be a representative of a member district.

Each Officer must represent a district deemed to be in good standing.

No member district shall have more than one representative from the district serve as an Officer of the Chapter at the same time.

Section 5.4 Nomination and Election of Officers

Officers shall be elected at the annual meeting of members. The Nominations Committee, appointed pursuant to these By-Law shall submit the names of at least as many persons as there are positions open for the Officers, with the notice of the annual meeting of members as provided in section 2.6. Each regular member district, through its representative, shall have the right to nominate candidates from the floor for the Officers.

The candidates receiving the greatest number of votes shall be elected as Officers. Voting may be done by secret ballot at the annual meeting.

Section 5.5 Disqualification of Officers

All duly elected Officers shall serve in such capacity and term of office as provided for herein, unless such Director shall become disqualified for further service upon the occurrence of any of the following:

- A. Where such Director shall resign.
- B. Where such Director shall fail to attend three (3) consecutive meetings of the Officers of the Chapter without leave of absence, the office as a Director may be declared vacant by a vote of a majority of all of the remaining Officers.
- C. Should the Director's organization cease to be a member of the Chapter.

Section 5.6 Vacancies

Where a vacancy exists, the Officers will fill the vacancy by appointment until that term expires.

In the event that any Officer at the time of taking office, or during the term of office, is no longer qualified to serve as an Officer of the Chapter, the office shall become vacant and said vacancy shall be filled in a manner provided in Section 5.4.

In the event of a vacancy in the office of President, the Vice President shall assume all presidential duties.

The assumption of the office of President by the Vice President shall constitute a vacancy in the office of the Vice President. The new vacancy shall in turn be filled by a nomination and vote of the membership present at the next regular Chapter meeting.

The Vice President moving into the office of President or elected to complete an unexpired term of Vice President may be elected by the membership to a subsequent full term.

A vacancy in the office of Secretary or Treasurer shall be filled by nomination and election at the next regular meeting.

Section 5.7 Removal of Officers

Officers of the Marin County Special Districts Association may be removed, with or without cause, at any meeting of the general membership by the affirmative vote of a majority of the membership.

Section 5.8 Powers

The business and affairs of the Chapter shall be controlled by the Officers. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Officers shall have the following powers, to wit:

FIRST: To appoint and remove all Officers, agents and employees of the Chapter and to prescribe such powers and duties for any office, agent, and employee that shall be consistent with law or the By-Laws.

SECOND: To conduct, manage, and control the affairs and business of the Chapter and to make such rules and regulations therefore that are consistent with law or the By-Laws.

THIRD: To designate any place within the County of Marin for the conduct of meetings; to change the administrative office of the Chapter for the transaction of its business from one location to another in any place within the County of Marin.

ARTICLE 6: DUTIES OF CHAPTER OFFICERS

Section 6.1 President

The President shall preside at all Chapter and Executive Committee meetings. The President shall have the power to appoint any Committee and Committee Chairman deemed advisable or authorized by a vote of the Executive Committee or the membership. The President shall provide a meeting agenda to the Secretary or their designee for mailing to the membership and shall perform any other duties as may be required of the office. The President shall be an ex-officio member of all Chapter committees except the Nominating Committee. The President shall be the official spokesperson for the Chapter and the official Chapter representative to all California Special Districts Association meetings.

Section 6.2 Vice President

The Vice President shall perform all the duties of President in the absence of the President. It shall be the Vice President's responsibility to assist the President in every way possible to further the goals of the Chapter. The Vice President shall be elevated to the office of President at the end of their term and shall also be an ex-officio member of all Chapter Committees except the Nominating Committee.

Section 6.3 Secretary

The Secretary shall keep or caused to be kept at the principal office of the Chapter a complete record of all membership and all meetings. The Secretary will prepare or caused to be prepared and mail or email an agenda to the membership prior to the next meeting and the minutes of the previous meetings

Section 6.4 Treasurer

The Treasurer shall collect and keep an accurate accounting of all Chapter funds and financial transactions. The Treasurer shall disburse funds as directed by the Executive Committee. The Treasurer will prepare a financial report for every Chapter meeting and draft an annual budget.

Two (2) signatures shall be required from any member of the Executive Committee to disburse Chapter funds. It shall be the responsibility of the Treasurer to obtain and maintain the authorized signatories' cards required on the Chapter bank account(s) whenever there is a change in Chapter Officers.

Prior to leaving office, all financial records and a complete statement of receipts and disbursements shall be submitted to the President.

Section 6.5 Immediate Past President/Officer At Large

The Immediate Past President/Officer At Large shall serve as the Parliamentarian of the Chapter and shall make final decision on all matters of parliamentary procedure when called upon to do so by the President.

Section 6.6 Removal of Officers

Officers may be removed with cause at any meeting of the Officers by the affirmative vote of a majority of all of the Officers.

ARTICLE 7: CHAPTER COMMITTEES

Section 7.1 Standing Committees

The following committees are established as permanent standing committees of the Marin County Special Districts Association. Committee members may include both regular and associate members. The chairperson and members shall hold office until replaced or changed by the Chapter President.

A. Nominating Committee:

The Nominating Committee shall consist of three members. Members are appointed by the Chapter President at a regular meeting and shall present their nominations for Officers at the following meeting. The Nominating Committee shall conduct and oversee the Chapter elections.

B. Legislation Committee:

The Legislation Committee shall receive, review and make recommendations on all legislation of interest to the Chapter membership that is presented for enactment during the state legislative sessions.

C. Local Government Committee

The Local Government Committee shall maintain liaison with city governments, county government and other organizations by tracking and reporting to the Chapter related issues and activities. This committee shall further be responsible to facilitate the special district selection process for the purpose of LAFCo.

Section 7.2 Other Chapter Committees

The President may appoint committees from time to time as may be determined to be necessary for the proper operation of the Chapter. The President shall likewise designate the Chairperson of all such committees, who, together with the members of the Committees, shall serve at the pleasure of the President.

Committees shall not commit Chapter funds without prior approval from the Executive Committee.

ARTICLE 8: AFFILIATIONS

Section 8.1 State Office of California Special Districts Association

The Marin County Special Districts Association shall be a separate legal entity in Marin in support of the purposes and in cooperation with the activities of the State office of the California Special Districts Association.

The Marin County Special Districts Association (MCSDA) will encourage each of its regular and associate members to become a member of the California Special Districts Association (CSDA). At least one member of the MCSDA must be a dues-paying member of the CSDA.

ARTICLE 9: AMENDMENTS TO CHAPTER BY-LAWS

Section 9.1 Notification of Change

The Marin County Special Districts Association shall have the power at any time to alter, amend or revise these By-Laws.

The requested change must be submitted in writing to the Secretary who shall notify all members of the proposed amendment change not less than 14 calendar days before the next regular membership meeting at which the proposed amendment will be voted upon.

Section 9.3 Voting Requirements

Voting by the regular membership is required for changes to the By-Laws.

Any alteration, amendment or revision to the By-Laws require two thirds (2/3) vote of the Chapter membership at a duly noticed meeting to implement any proposed By-Law change.

Certificate of Chapter Secretary:

I, the undersigned, do hereby certify:

- (1) That I am the duly elected Secretary of the Marin County Special Districts Association, and
- (2) That the foregoing By-Laws, comprising of 13 pages, constitute the By-Laws of said Chapter as duly adopted at a meeting of its membership.

In Witness whereof, I hereunto subscribe my name this 28th day of January 2020.

(Signature of Secretary) *Shelley Redding*
Shelley L Redding

Therefore, any conflict between Chapter By-Laws and California Special District Association By-Laws shall be resolved in favor of the CSDA By-Laws. Any article or section not expressly cited herein shall be read as the CSDA articles or section without modification.